

**CORPORATE CHARTER  
OF  
OCETI SAKOWIN POWER AUTHORITY**

A FEDERALLY-CHARTERED CORPORATION OF A  
CONSORTIUM OF FEDERALLY-RECOGNIZED INDIAN TRIBES

**A FEDERALLY-CHARTERED CORPORATION RECITALS**

As Original Peoples of Earth, we feel it is our duty to guide the world back into balance in a manner that provides for our life needs without destroying the source – Unci Maka (Our Grandmother Earth). Mitakuye Oyasin means, “Everything is my relative,” we are all literally related to everything down to the atomic level and a delicate balance must be maintained at that level. Our story will end unless we figure out a way to live harmonistically with the natural elements of the Universe.

Taku Skan Skan (Energy) is what moves the Universe. Taku Skan Skan is a gift to be respected and harnessed for the good of humanity and in a way that preserves Unci Maka. Thus, we are empowered to come together to begin healing Unci Maka and guaranteeing lasting success in the wellbeing of the Oyate (People) through the responsible development of renewable energy by the Oceti Šakowin Power Authority. The initial emphasis of the Authority will be to develop the wind energy potential of our lands, in keeping with the relationship between our Oyate and the sacred four winds.

In the spirit of our ancestors, we as a people are collectively setting forth on a monumental journey to honor those that came before us and set in place a vision and future that will sustain our Oyate for Next Seven Generations eternal. By drawing on the ancient foundations and wisdom of the past, and combining them with the technologies and methodologies of the present, the Oceti Šakowin, will be embarking on a groundbreaking journey to recreate the renewable culture we once thrived in, as well as act as a beacon for the world to follow.

As Sitting Bull said, “Let us put our minds together, to see what life we can build for our children.”

In recognition of its duties to serve the Oyate and carry out its work in a manner that benefits the members of the participating Tribes, the Oceti Šakowin Power Authority will operate in accordance with the following principles and operational values:

- The Authority will conduct its operations in a manner that respects the rich cultural background, social customs and traditional knowledge of the tribal communities it serves, and will seek cultural guidance from Elders.
- The Authority will respect the bio-cultural integrity of the Lakota, Nakota and Dakota people, lands, and traditions.
- The Authority will strive to contribute to the long-term environmental, social, cultural and economic sustainability of the participating Tribes and their members.

- The Authority recognizes that resources which it may wish to develop in any particular area are an asset of that community and will conduct its business in a way that is sensitive to local concerns.
- The Authority will operate in a manner that is respectful and protective of Lakota, Nakota and Dakota sacred sites, medicines and traditional practices.
- The Authority will communicate its business plans in a way that the tribal communities can understand its intent and impact, and it will seek to be actively involved in the development of local businesses and jobs.
- The Authority will seek to operate closely with local educational institutions and whenever possible promote the improvement of both secular and Lakota education opportunities.
- The Authority and its vendors will seek to provide employment and training opportunities for, and actively recruit from, the local tribal communities for all levels of employment and give job preference to local residents who complete proper training programs.
- The Authority will provide opportunities for all its employees to obtain an understanding of indigenous culture, treaties, history and current issues facing indigenous peoples.

#### **ARTICLE I – NAME**

The name of the corporation is the Oceti Šakowin Power Authority.

#### **ARTICLE II - PRINCIPAL OFFICE AND REGISTERED OFFICE**

- Principal Office.** The principal office of the Corporation shall be located within the territory identified in the 1868 Fort Laramie Treaty. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.
- Registered Agent and Office.** The registered agent and office of the Corporation is Jonathan E. Canis, Esq. at Arent Fox LLP, 1717 K Street NW, Washington DC 20006. The registered agent and office may be changed from time to time by the Board of Directors.
- Notice of Changes.** The Corporation will provide written notice to the Secretary of the Interior and contract partners regarding any change to the registered agent and office.

#### **ARTICLE III - AUTHORITY FOR CHARTER**

The Corporation is organized, incorporated and chartered under the laws of the United States as a federally-chartered corporation under 25 U.S.C. § 477, as amended, and shall have the powers, privileges and immunities granted by that statute embodied in this Charter.

#### **ARTICLE IV - STATUS OF CORPORATION**

- A. The Corporation is a legal entity wholly owned by its Member Tribes, all of which are federally-recognized Indian Tribes, but distinct and separate from each Member Tribe.
- B. The Corporation and its wholly-owned subsidiaries shall have the same tax status and immunities under federal law as its Member Tribes.

#### **ARTICLE V - PERIOD OF DURATION**

The Corporation will continue to exist unless and until the Member Tribes initiate a request, and the Congress fulfils it through enacting legislation, to revoke this Charter, pursuant to 25 U.S.C. § 477, as amended.

#### **ARTICLE VI - CORPORATE PURPOSES**

The purposes for which the Corporation is organized are:

- A. For the Member Tribes to come together to collectively overcome past challenges they have faced when trying to develop their renewable energy resources on their own for the benefit of their Tribes and to promote Tribal economic development and the self-sufficiency of their Tribes and their enrolled members;
- B. To create a separate entity for the purpose of undertaking Projects that include the planning, financing, development, acquisition, construction, reconstruction, improvement, enlargement, betterment, operation or maintenance of power generation and transmission facilities; marketing and selling the generated power and related services; and other activities as directed by the Board of Directors on behalf of Member Tribes and their enrolled members in a manner consistent with the spiritual, environmental, social and cultural values of the Lakota, Dakota and Nakota Oyate; and
- C. To engage in any and all activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, including corporations, firms, associations, trusts, institutions, foundation or governmental bureaus, departments or agencies, Tribes or Tribally-created entities.

#### **ARTICLE VII - CORPORATE POWERS**

The Corporation, subject to any restriction in this Charter, will perform every action that it deems necessary, expedient and proper to fulfill the purposes and objectives of the Corporation, as specifically provided in Article VI of this Charter and all other provisions of this Charter. Without limiting any authority otherwise granted herein, the Corporation may:

- A. Make and perform contracts, indemnifications and guarantees, directly or through subsidiaries;
- B. Incur indebtedness through the issuance of bonds, notes, or other obligations including obtaining credit enhancements therefore in such amounts as may be required to establish and operate the Corporation, make capital improvements and carry out the powers granted to the Corporation by this Charter;
- C. Pledge a security in any and all of the assets of the Corporation for the repayment of bonds, loans, credit enhancements or other obligations, or encumber or expend the revenues and income due or to become due to the Corporation;
- D. Purchase, receive, lease or otherwise acquire and own, hold, improve, use and otherwise deal with real or personal property, or any interest in property, wherever located;
- E. Construct, operate and maintain, directly or through subsidiaries, power generation, transmission, distribution and other facilities and systems;
- F. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise convey all or any interest in the Corporation's property or assets to the extent permitted by Articles VIII(C), (E) and (F) of this Charter;
- G. Lend money for its corporate purposes, invest and reinvest Corporate funds, and receive and hold real and personal property as security for repayment;
- H. Establish subsidiaries created under applicable law as deemed appropriate;
- I. Establish and maintain such bank accounts as may be necessary or convenient and insure such accounts against loss, and establish a fiscal year for the Corporation;
- J. Apply for, obtain, register, purchase, lease, or otherwise acquire, own, hold, use, operate and introduce, and sell, assign or otherwise dispose of any trademark, trade name, patent, invention, improvements and processes used in connection with or secured under letters patent, and to use, exercise, develop, grant and give licenses in respect thereto;
- K. Adopt and amend Bylaws for managing the business and regulating the affairs of the Corporation consistent with this Charter;
- L. Sue and be sued in its corporate name to the extent provided in Article XV of this Charter;
- M. Appoint officers, appoint advisors, hire employees and engage agents of the Corporation and define their duties, including the delegation to any person such powers or duties as deemed proper, and fix their compensation;
- N. Transact in any lawful business permitted to a corporation organized under 25 U.S.C. § 477, as amended; and
- O. Have and exercise all lawful powers incidental, necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

#### **ARTICLE VIII - LIMITATIONS ON CORPORATE POWERS**

The Corporation shall have no power:

- A. To expressly or by implication enter into any agreement of any kind on behalf of a Member Tribe.

- B. To pledge the credit of a Member Tribe.
- C. To dispose of, pledge or otherwise encumber real or personal property of a Member Tribe, except that the Corporation shall have the power to encumber real property pursuant to the terms of written lease agreement(s) between a Member Tribe and the Corporation.
- D. To waive any right, privilege or immunity of, or release any obligation owed to, a Member Tribe.
- E. To enter into any sublease or other encumbrance or instrument respecting lands leased to the Corporation by a Member Tribe without the express written approval of a Member Tribe's governing body. Such approval shall be reflected in the written lease agreement(s) between a Member Tribe and the Corporation.
- F. To sell or otherwise dispose of all or substantially all of the Corporation's assets, other than in the usual and regular course of its business, without the prior written consent of each Member Tribe's governing body. Prior to any such proposed sale or disposition, the Corporation shall give reasonable notice to each Member Tribe's governing body. The Member Tribes' consent to any such proposed sale or disposition shall be in the form of a resolution of a Member Tribe's governing body, duly adopted in accordance with applicable tribal law.

#### **ARTICLE IX - BOARD OF DIRECTORS**

- A. **Duties of Directors.** The affairs, property and business of the Corporation shall be administered exclusively by a governing board (the "Board of Directors"). The Board of Directors shall have the general management of the affairs, property and business of the Corporation and may adopt and modify from time to time such Bylaws and other rules and regulations for that purpose and for the conduct of its meetings as it may deem proper. The Board of Directors may exercise and shall be vested with all powers of the Corporation insofar as is not inconsistent with law or this Charter. The Directors shall in all cases act as a board, and an individual Director shall not have any authority over the day-to-day business operations of the Corporation. A Director shall perform the duties of a Director in good faith, in a manner the Director believes to be in or not opposed to the best interests of the Corporation and its Member Tribes, and with such care as an ordinarily prudent person would use under similar circumstances in a like position.
- B. **Number and Appointments.** The Board of Directors shall consist of one Director representing each Member Tribe. Each Member Tribe shall appoint an individual to represent it on the Board of Directors. Member Tribes shall have discretion to appoint their own representative consistent with section E of this Article IX.
- C. **Tenure and Staggered Terms.** The Directors shall be appointed for terms of four (4) years each, and shall serve only for the term of office or until resignation, removal or death. Upon the appointment of the inaugural Board of Directors, the Board of Directors shall choose by lot Directors who will serve an initial term of three years, four years and five years. Thereafter, the term of each Director shall be for four years. When a new Member Tribe joins the Corporation or an existing Member Tribe leaves, the Board of Directors shall review the terms of current Directors and adjust expiration dates as necessary by lot to maintain the staggered nature of terms.

D. **Initial Appointment.** Each Member Tribe will appoint its representative to the Board of Directors of the Corporation at the time this Charter is ratified by the Tribe's governing body.

E. **Qualifications of Directors.**

1. Member Tribes agree to select persons who will carry out their duties representing the interests of their Tribe and the Corporation with professionalism, transparency and integrity in keeping with best practices in the industry.
2. No person who has been convicted of a felony shall sit on the Board.
3. No person who has ever been convicted of any crime involving theft or conversion of money or property shall sit on the Board.
4. No fulltime employee of the Corporation or of the Bureau of Indian Affairs shall be eligible to serve as a Director during the time of such employment.

F. **Conflicts of Interest.**

1. No sitting Director shall engage in any activity that is, or creates the appearance of, a conflict of interest. A conflict of interest occurs when circumstances create a possibility that a Director's duty of undivided loyalty to the Corporation might be compromised. Should a conflict of interest develop for a Director, he or she shall state the conflict in writing to the Chairperson of the Board, with a copy to the Member Tribes' governing bodies. If the conflict cannot be avoided to the satisfaction of the Chairperson, the removal procedures in section H of this Article IX will be initiated. In the event of a potential conflict of interest, a Director shall recuse himself or herself from any vote involving the potential conflict of interest.
2. No Director of the Corporation, and no husband, wife, parent, child or sibling of a Board member, shall be a signatory to or beneficiary of any contract or agreement with the Corporation.
3. No Director of the Corporation shall have any financial interest in any business entity that is a signatory to or beneficiary of any contract or agreement with the Corporation.
4. No Director shall act as an agent of the Corporation without having authority to do so expressly granted to the Director by a written resolution of the Board.

G. **Resignation.** Any Director may resign at any time by giving 2-weeks advanced written notice to the Chairperson of the Board of Directors, and such resignation shall be effective in 14 (fourteen) calendar days, unless the resignation notice states otherwise.

H. **Removal.** A Director may be removed for cause at any time prior to the expiration of his or her term by a two-thirds majority vote of the remaining Directors, at a special meeting called for that purpose or at a regular meeting. Cause for removal shall consist of 1) conviction in any federal, state or tribal court of a crime involving moral turpitude or a felony; 2) malfeasance, misfeasance or non-feasance of office; 3) gross neglect of duty; 4) misconduct reflecting on the dignity and integrity of the Corporation; or 5) an irresolvable conflict of interest. In addition, any Director who is absent from three (3) consecutive meetings of the Board, whether such meetings be regular meetings, special meetings or a combination thereof, may be automatically removed. The Director shall be informed in writing of the specific grounds for removal and shall



be given a reasonable opportunity to respond in person or through counsel before a decision to remove is made.

- I. **Vacancies.** Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise, the same shall be filled without undue delay by the Member Tribe the Director had been representing. The person so chosen shall hold office for the duration of the term that had been vacated.
- J. **Compensation and Reimbursement.** The Board of Directors shall set their own compensation as is reasonable, prudent and consistent with the Corporation's budgets. Expenses incurred by a Director in connection with the performance of her or his official duties may be reimbursed consistent with Board policy and procedure. Directors' compensation and expenses will be an expense of the Corporation.
- K. **Committees.** The Board may, by motion adopted by a majority of the Directors present, designate one or more committees, to report to the Board on any subject matter of relevance and importance to the Corporation, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may serve in place of any member of the committee who is absent. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors.
- L. **Meetings.** The Board of Directors shall hold a regular meeting not less than quarterly each calendar year, and special meetings as needed, as provided in the Bylaws of the Corporation.
- M. **Officers and Employees.** The Board of Directors shall elect Officers of the Corporation and appoint and employ a General Manager who shall be qualified by training and experience for the overall management of the Corporation, as provided in the Bylaws of the Corporation.

#### **ARTICLE X – ADVISORY COMMITTEES**

- A. **Advisory Committees.** The Board of Directors shall have the power to appoint such advisory committees as it may deem necessary, any of whom may be employees of a Member Tribe, and who shall have such powers, duties and responsibilities as are determined by the Board of Directors. Representatives may be reimbursed for expenses (including any training expenses) incurred in carrying out their official duties, to the extent reasonably related thereto, and may be compensated for their services as determined by the Board of Directors.
- B. **Council of Elders.** Each Member Tribe may appoint a representative to the Council of Elders that is accountable to the Board of Directors for the purpose of cultural guidance to the Corporation. The Board of Directors will determine the powers, duties and responsibilities of the Council of Elders. Representatives may be reimbursed for expenses (including any training expenses) incurred in carrying out their official duties, to the extent reasonably related thereto, and may be compensated for their services as determined by the Board of Directors.

#### **ARTICLE XI – CONTRIBUTIONS AND SURPLUS REVENUES**

- A. **Contributions.** Contributions are defined as use of land and rights of way, facilities or other assets provided by a Member Tribe for the development, operation and/or management of

power generation, transmission and storage facilities or other business activities authorized under this Charter.

- B. **Surplus Revenues.** Surplus Revenues are defined as the revenues recognized after deducting the debt service paid on bonds, operating expenses and payments made into reserve funds.
- C. **Disbursement of Surplus Revenues.** The Corporation will disburse Surplus Revenues to the Member Tribes in proportion to the value of their Contributions. The value of each Member Tribes' Contribution will be established by one or more nationally-recognized experts in engineering and/or economics selected by the Board of Directors. The valuation of Contributions will be made on a per-Project basis and approved by unanimous vote at a regular or special meeting of the Board of Directors at which all of the Directors are present.

## **ARTICLE XII – MEMBER TRIBES**

- A. **Additional Member Tribes.** Any federally-recognized Indian Tribe willing and able to engage in the activities described in Article VI may become a Member Tribe upon meeting the following conditions:
  - 1. The federally-recognized Indian Tribe shall file with the Board of Directors a certified copy of a resolution of its governing body whereby the Tribe (i) agrees to the provisions of this Charter, and (ii) requests to become a Member Tribe; and
  - 2. No Tribe shall become a Member until its admission is approved by unanimous vote at a regular or special meeting of the Board of Directors at which all of the Directors are present.

Upon completion of the foregoing, the Tribe shall become a Member Tribe for all purposes of this Charter.

- B. **Inactive Member Tribes.** Any Member Tribe that does not want to engage in new Projects and no longer wants to be represented on the Board of Directors and involved in the management of the Corporation, may request to change its membership status to Inactive. Any Member Tribe may assume Inactive status upon meeting the following conditions:
  - 1. The Member Tribe shall have filed with the Board of Directors a certified copy of a resolution of its governing body expressing its desire to become Inactive as of a specified future date; and
  - 2. Prior to the filing of a resolution seeking inactive status by a Member Tribe, if the Corporation shall have incurred any obligation payable from contributions, payments or advances in accordance with Article XI hereof, which obligation matures after the date the resolution becomes active, the Member Tribe shall have paid, or made arrangements satisfactory to the Board of Directors to pay, to the Corporation its pro rata portion of such obligation.

Upon compliance with the foregoing, the Member Tribe shall no longer be considered a Member Tribe for any reason or purpose under this Charter and its rights and obligations under this Charter shall terminate. The inactivation of a Member Tribe shall not affect any obligations of such Tribe under any contract between it and the Corporation. A Tribe may return to Active



Member status by filing with the Board of Directors a certified copy of a resolution of its governing body expressing its desire to become Active, so long as all of its obligations to the Authority are in good standing.

- C. **Exclusion of Member Tribes.** Any Member Tribe which has (i) defaulted under a contract with the Corporation, or (ii) failed to pay any required contributions, payments or advances in accordance with Article XI hereof, may have its rights under this Charter terminated and may be excluded from participation in the Corporation by a majority vote (including the Director representing the defaulting Member Tribe) at a regular or special meeting of the Board of Directors. Any excluded Member Tribe shall continue to be liable for all obligations under any contract with the Corporation and for any unpaid contribution, payment or advance approved by the Board of Directors prior to such Member Tribe's exclusion.
- D. **Corporation Status.** The Corporation will maintain a current list of all Active, Inactive and excluded Member Tribes, and provide written notification to the Member Tribes when it changes. The fact that one or more Member Tribes become inactive or are excluded does not in any way affect the legal status or the operations of the Corporation in any manner other than as described in this subsection with regard to the particular Tribe's status.

#### **ARTICLE XIII – ACCOUNTS AND REPORTS**

- A. **Accounts and Reports.** There shall be strict accountability of all funds; and reporting of all receipts and disbursements of the Corporation. The Corporation shall establish and maintain such funds and accounts as may be required by good accounting practice or by any provision of any resolution, indenture or other instrument of the Corporation securing its bonds or notes, except insofar as such powers, duties and responsibilities are assigned to a trustee appointed pursuant to such resolution, indenture or other instrument. Physical records will be maintained on-site at the Principal Office for at least three (3) years and available electronically.
- B. **Annual Audit.** The Corporation shall cause an annual independent audit of the accounts and records of the Corporation to be made by a certified public accountant or public accountant.
- C. **Inspection Rights.**
  - 1. The books and records of the Corporation shall be open to inspection at all reasonable times to each Member Tribe and its representatives. The Corporation, within 120 days after the close of each Fiscal Year, shall give a complete written report of all financial activities for such Fiscal Year to the Member Tribes.
  - 2. All the books, records, accounts and files referred to in this Article XIII shall be open to the inspection of holders of bonds or notes of the Corporation to the extent and in the manner provided in the resolution, indenture or other instrument providing for the issuance of such bonds or notes.

#### **ARTICLE XIV - INDEMNIFICATION**

- A. The Corporation shall indemnify any person against reasonable expenses actually and necessarily incurred by such person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation where:
1. Such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation; and
  2. Unless such person did not act, failed to act or refused to act by reason of gross negligence, fraud, criminal intent or the breach or failure to perform constitutes willful misconduct or recklessness, misfeasance, malfeasance or nonfeasance of office; and
  3. Any legal fees paid or any settlements made are reasonable, provided that with respect to any criminal action or proceeding the Corporation shall not be liable to indemnify for any criminal fine or act for which such person is personally liable; and
  4. The person seeking indemnification did not act beyond the scope of their employment or office.
- B. By action of the Board of Directors, notwithstanding any interest of the Directors in the decision to purchase and maintain insurance, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such a person and incurred by such a person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power or would be required to indemnify that person against such liability under the provisions of this Article XIV or applicable law.

#### **ARTICLE XV - CLAIMS AGAINST THE CORPORATION**

- A. The Corporation is an instrumentality of its Member Tribes and is entitled to all of the privileges and immunities of these Tribes, except as provided in this Article XV.
- B. The Corporation is authorized to waive, as provided in this Article XV, any defense of sovereign immunity from suit that the Corporation, its directors, officers, employees or agents may otherwise enjoy under applicable law, arising from any particular agreement, matter or transaction as may be entered into to further the purposes of the Corporation, to consent to suit in federal court, and to consent to alternative dispute resolution mechanisms such as arbitration or mediation.

- C. The Corporation is authorized to waive, as provided in this Article XV, any defense the Corporation, its directors, officers, employees or agents may otherwise assert that applicable law requires exhaustion of Tribal court remedies prior to suit against the Corporation in federal court otherwise having jurisdiction over the subject matter and the parties.
- D. Any waiver by the Corporation authorized by paragraph B or C of this Article XV shall be approved by a majority vote of the Board of Directors, and memorialized in writing. Written notification will be provided to the Member Tribes, and to the party or parties for whose benefit the waiver is granted. Such notification shall identify the party or parties for whose benefit the waiver is granted, the transaction or transactions and the claims or classes of claim for which the waiver is granted, the property of the Corporation which may be subject to execution to satisfy any judgment which may be entered in the claim, and shall identify the court or courts in which suit against the Corporation may be brought. Any waiver shall be limited to claims arising from the acts or omissions of the Corporation, its directors, officers, employees or agents, and shall be construed only to affect the property and income of the Corporation.
- E. Nothing in this Charter, and no waiver of the Corporation's sovereign immunity pursuant to this Article XV shall be construed as a waiver of the sovereign immunity of its Member Tribes or any other instrumentality of its Member Tribes, and no such waiver by the Corporation shall create any liability on the part of the Member Tribes or any other instrumentality of the Member Tribes for the debts and obligations of the Corporation, or shall be construed as a consent to the encumbrance or attachment of any property of the Member Tribes or any other instrumentality of the Member Tribes based on any action, adjudication or other determination of liability of any nature incurred by the Corporation.

#### **ARTICLE XVI - SUSPENSION OF BUSINESS; DISSOLUTION**

- A. The business of the Corporation may be suspended or the Corporation dissolved only as provided in this Article XVI.
- B. The business of the Corporation may be suspended and/or the Corporation dissolved as follows:
  - 1. The Board of Directors shall adopt a resolution by a unanimous vote at a meeting in which all Directors are present recommending that the business of the Corporation be suspended and/or the Corporation dissolved and directing that the question of suspension and dissolution be submitted to the governing bodies of the Member Tribes for a vote for adoption.
  - 2. The governing bodies of the Member Tribes shall deliver a certified copy of their voting results to the Corporation Secretary. All Member Tribes must adopt the resolution to suspend business and/or to dissolve in order for the action to take effect.
  - 3. Upon adoption of the resolution to suspend business and/or to dissolve by the governing bodies of all Member Tribes, a statement of intent to suspend business and/or dissolve shall be executed by the Corporation by its Chairperson or Vice-Chairperson and by its Secretary and verified by one of the officers signing the statement, and shall be delivered to the Secretary of the Interior.
  - 4. Upon filing with the Secretary of the Interior of the statement of intent to suspend business and/or dissolve, the Corporation shall cease to carry on its business, except

insofar as necessary for the winding up thereof, but its corporate existence shall continue until Congress enacts legislation to revoke this Charter in accordance with 25 U.S.C. § 477, as amended.

5. After filing the statement of intent to dissolve, the Corporation shall immediately cause notice thereof to be mailed to each known creditor of the Corporation; shall proceed to collect its assets, convey and dispose of such of its properties as are not to be distributed in kind to its Member Tribes, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs; and, after paying or adequately providing for the payment of all its obligations, distribute the remainder of its assets, either in cash or in kind, to its Member Tribes.
6. By resolution adopted by the governing bodies of one or more Member Tribes at any time prior to revocation of this Charter, the Corporation may revoke voluntary dissolution proceedings. Written notice of the revocation shall be filed with the Secretary of the Interior. Upon filing the notice of revocation of voluntary dissolution proceedings, the revocation shall be effective and the Corporation may again carry on its business.
7. If voluntary dissolution proceedings have not been revoked, when all debts, liabilities and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor, and all of the remaining property and assets of the Corporation have been distributed to the Member Tribes, the Member Tribes and the Secretary of the Interior shall take all actions necessary pursuant to 25 U.S.C. § 477, as amended, to have the Charter revoked by Congress and dissolve the Corporation.


#### **ARTICLE XVII - SEVERABILITY**

The articles, sections and subsections of this Charter are declared to be severable, and in the event any one or more articles, sections, subsections or parts thereof be declared unlawful or void under the laws of its Member Tribes or the United States, such determination shall not affect the validity of other provisions of this Charter.

#### **ARTICLE XVIII - AMENDMENTS**

This Charter may be amended by unanimous consent of the governing bodies of the Member Tribes, pursuant to 25 U.S.C. § 477, as amended, and in accordance with applicable tribal law.

ARTICLE XIX - CERTIFICATE OF APPROVAL

I,  (name),  
Assistant Secretary – Indian Affairs (title),

by virtue of the authority granted to the Secretary of the Interior by the Act of June 18, 1934 (48 Stat. 984, 25 U.S.C. §477), as amended, and delegated to me hereby approve this Federal Corporate Charter for use by the Oceti Šakowin Power Authority. This Charter shall become effective upon ratification by the governing body of two or more of the petitioning federally-recognized Indian Tribes, PROVIDED, that nothing in this approval shall be construed as authorizing any action under this document that would be contrary to federal law.

Washington, D.C.

Date: JUN 24 2015

**CHAIRMAN**  
Harold C. Frazier

**SECRETARY**  
EvAnn White Feather

**TREASURER**  
Benita Clark

**VICE-CHAIRMAN**  
Ryman LeBeau



P.O. Box 590  
Eagle Butte, South Dakota 57625  
Phone: (605) 964-4155  
Fax: (605) 964-4151

**TRIBAL COUNCIL MEMBERS**

**DISTRICT 1**  
Bernita In The Woods  
Johnilyn Garrett

**DISTRICT 2**  
Theodore Knife, Jr.

**DISTRICT 3**  
Edward Widow  
Ben Elk Eagle

**DISTRICT 4**  
Wayne L. Ducheneaux II  
Kevin Keckler  
Merrie Miller  
Vacant

**DISTRICT 5**  
Ryman LeBeau  
Raymond Uses The Knife  
Robert Chasing Hawk  
Derek Bartlett

**DISTRICT 6**  
Tuffy Thompson  
Richard Rousseau

**TRIBAL MEMORANDUM**

**DATE** : 03/18/15

**TO** : SUPERINTENDENT, Cheyenne River Agency

**FROM** : Ev Ann White Feather, Tribal Secretary *EvAnn White Feather*

**SUBJECT** : Resolution No. 89-2015-CR: That the Tribal Council hereby petitions the Secretary of the Interior to issue a federal charter of incorporation to the Cheyenne River Sioux Tribe pursuant to 25 U.S.C. § 477, as amended, in the form attached as Exhibit A to this Resolution, or in such modified form as the Secretary of the Interior may approve with the concurrence of the Tribal Council and contains the provision. (Oceti Šakowin Power Authority)

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Transmitted herewith are an original and two (2) copies of Resolution No. 89-2015-CR which was duly adopted by the Cheyenne River Sioux Tribal Council during its Regular Session held on March 4, 2015.

EWf/kr

Cc: Chairman  
Treasurer  
Administrative Officer  
Tribal Comptroller  
Central Records  
Committee Secretary  
District Officers (6)  
File/2

The blue represents the thunderclouds above the world where live the thunder birds who control the four winds. The rainbow is for the Cheyenne River Sioux people who are keepers of the Most Sacred Calf Pipe, a gift from the White Buffalo Calf Maiden. The eagle feathers at the edges of the rim of the world represent the spotted eagle who is the protector of all Lakota. The two pipes fused together are for unity. One pipe is for the Lakota, the other for all the other Indian Nations. The yellow hoops represent the Sacred Hoop, which shall not be broken. The Sacred Calf Pipe Bundle in red represents Wakan Tanka – The Great Mystery. All the colors of the Lakota are visible. The red, yellow, black and white represent the four major races. The blue is for heaven and the green for Mother Earth.



## RESOLUTION NO. 89-2015-CR

- WHEREAS, the Cheyenne River Sioux Tribe of South Dakota is an unincorporated Tribe of Indians, having accepted the provisions of the Act of June 18, 1934 (48 Stat. 984); and
- WHEREAS, the Tribe, in order to establish its tribal organization; to conserve its tribal property; to develop its common resources; and to promote the general welfare of its people, has ordained and established a Constitution and By-Laws; and
- WHEREAS, in Article IV Section 1(g) of the CRST Constitution, the Tribal Council has been delegated the authority to administer any funds or property within the control of the Tribe; and
- WHEREAS, the Cheyenne River Sioux Tribe, the Crow Creek Sioux Tribe, the Flandreau Santee Sioux Tribe, the Oglala Sioux Tribe, the Rosebud Sioux tribe, the Sisseton Wahpeton Oyate, the Standing Rock Sioux Tribe and the Yankton Sioux Tribe have jointed together to form the Oceti Šakowin Power Project, wherein these eight Tribes will combine their wind resources and other assets to build a utility-scale, 1-2 Gigawatt wind power generation and transmission system that will sell green power to out-of-state buyers; and
- WHEREAS, the Project will be developed an financed by the Oceti Šakowin Power Authority by issuing \$2-\$3 Billion in public power revenue bonds secured by power purchase agreements allowing the participating Tribes to own and control the Project without having to waive sovereignty, while also creating jobs, improving the power infrastructure and investing surplus revenues from power sales in their Tribal Communities; and
- WHEREAS, the participating Tribes desire to create a business corporation known as the Oceti Šakowin Power Authority (hereinafter referred to as "Corporation"), which is to wholly-owned by our Tribes and organized as a federal corporation under Section 17 of the Indian Reorganization Act of 1934, 25 U.S.C. § 477, as amended; and
- WHEREAS, the Internal Revenue Service has ruled that a business corporation chartered under 25 U.S.C. § 477, as amended, retains the non-taxable status of the Indian Tribes that own the business corporation; and
- WHEREAS, the Tribal Council has determined that the best interests of the Cheyenne River Sioux Tribe will be served by organizing the Corporation as a federal corporation under 25 U.S.C. § 477, as amended; and
- WHEREAS, the Tribal Council has reviewed and approved the attached draft of the federal charter of incorporation for the Corporation, which is attached hereto and incorporated herein as Exhibit "A"; and
- WHEREAS, there is no requirement under the Constitution or other law of the Cheyenne River Sioux Tribe that requires a referendum by the members of the Tribe or any other procedure beyond this Resolution in order to petition or obtain a federal charter of incorporation under 25 U.S.C § 477, as amended; now

**RESOLUTION NO. 89-2015-CR**

**Page Two:**

THEREFORE BE IT RESOLVED, that the Tribal Council hereby petitions the Secretary of the Interior to issue a federal charter of incorporation to the Cheyenne River Sioux Tribe pursuant to 25 U.S.C § 477, as amended, in the form attached as Exhibit A to this Resolution, or in such modified form as the Secretary of the Interior may approve with the concurrence of the Tribal Council; and

BE IT FURTHER RESOLVED, that the Tribal Council requests that the federal charter of incorporation be issued to the Cheyenne River Sioux Tribe at the earliest feasible date; and

BE IT FURTHER RESOLVED, that if the Secretary of the Interior issues the charter in the form attached as Exhibit A to this Resolution, the Tribal Council hereby ratifies the federal charter of incorporation for Oceti Šakowin Power Authority; and

BE IT FINALLY RESOLVED, that nothing in this resolution diminishes, divests, alters, or otherwise affects any inherent, treaty, statutory or other rights of the Cheyenne River Sioux Tribe over the property or activities described herein. The Cheyenne River Sioux Tribe expressly retains all rights and authority over the property and activities described herein, including but not limited to legislative, regulatory, adjudicatory, and taxing powers.

**CERTIFICATION**

I, the undersigned, as Secretary of the Cheyenne River Sioux Tribe, certify that the Tribal Council is composed of fifteen (15) members, of whom 14, constituting a quorum, were present at a meeting duly and regularly called, noticed, convened and held this 4<sup>th</sup> day of March 2015, Regular Session; and that the foregoing resolution was duly adopted at such meeting by a roll call vote of 9 yes, 3 no, 2 abstaining, 0 absent, and 1 vacant.



Ev Ann White Feather, Secretary  
Cheyenne River Sioux Tribe

RECEIVED  
CROW CREEK AGENCY  
FORT THOMPSON  
2015 APR 20 PM 11:19

**CROW CREEK SIOUX**



**TRIBAL RESOLUTION**

**NUMBER: #CC-15-04-09-04**

**SUBJECT: MOTION TO AUTHORIZE & APPROVE THE CORPORATE CHARTER OF THE OCETI SAKOWIN POWER AUTHORITY**

- WHEREAS:** THE CROW CREEK SIOUX TRIBAL COUNCIL IS THE OFFICAL AND GOVERNING BODY OF AND FOR THE CROW CREEK SIOUX RESERVATION; AND,
- WHEREAS:** UNDER THE CONSTITUTION AND BY LAWS OF THE CROW CREEK SIOUX TRIBE, THE TRIBAL COUNCIL IS EMPOWERED AND AUTHORIZED TO ENACT RESOLUTIONS AND ORDINANCES GOVERNING THE MANAGEMENT OF ALL ECONOMIC AND EDUCATIONAL AFFAIRS AND ENTERPRISES OF THE TRIBE; AND
- WHEREAS:** THE CROW CREEK SIOUX TRIBAL COUNCIL HAS THE AUTHORITY AND RESPONSIBILITY TO OVERSEE ALL TRIBAL MATTERS ON THE CROW CREEK SIOUX INDIAN RESERVATION; AND,
- WHEREAS:** THE CHEYENNE RIVER SIOUX TRIBE, THE CROW CREEK SIOUX TRIBE, THE FLANDREAU SANTEE SIOUX TRIBE, THE OGLALA SIOUX TRIBE, THE ROSEBUD SIOUX TRIBE, THE SISSETON WAHPETON OYATE, THE STANDING ROCK SIOUX TRIBE AND THE YANKTON SIOUX TRIBE HAVE JOINED TOGETHER TO FORM THE OCETI SAKOWIN POWER PROJECT, WHEREIN THESE EIGHT TRIBES WILL COMBINE THEIR WIND RESOURCES AND OTHER ASSETS TO BUILD A UTILITY-SCALE, 1-2 GIGAWATT WIND POWER GENERATION AND TRANSMISSION SYSTEM THT WILL SELL GREEN PORWER TO OUT-OF-STATE BUYERS; AND,
- WHEREAS:** THE PROJECT WILL BE DEVELOPED AND FINANCED BY THE OCETI SAKOWIN POWER AUTHORITY BY ISSUING \$2-\$3 BILLION IN PUBLIC POWER REVENUE BONDS SECURED BY POWER PURCHASE AGREEMENTS ALLOWING THE PARTICIPATING TRIBES TO OWN AND CONTROL THE PROJECT WIHTOUT HAVING TO WAIVE SOVEREIGNTY, WHILE ALSO CREATING JOBS, IMPROVING THE POWER INFRASTRUCTURE AND INVESTING SUPLUS REVENUES FROM POWER SALES IN THEIR TRIBAL COMMUNITIES; AND,
- WHEREAS:** THE PARTICIPATING TRIBES DESIRE TO CREATE A BUSINESS COPORATION KNOWN AS THE OCETI SAKOWIN POWER AUTHORITY (HEREINAFTER REFERRED TO AS "CORPORATION"), WHICH IS TO BE WHOLLY-OWNED BY OUR TRIBES AND ORGANIZED AS A FEDERAL CORPORATION UNDER SECTION 17 OF THE INDIAN REORGANIZATION ACT OF 1934, 25 U.S.C. § 477, AS AMENDED; AND,
- WHEREAS:** THE INTERNAL REVENUE SERVICE HAS RULED THT A BUSINESS CORPORATION CHARTERED UNDER 25 U.S.C. § 477, AS AMENDED, RETAINS THE NON-TAXABLE STATUS OF THE INDIAN TRIBES THAT OWN THE BUNINESS CORPORATION; AND,
- WHEREAS:** THE CROW CREEK SIOUX TRIBE HAS DETERMINED THAT THE BEST INTERESTS OF THE CROW CREEK SIOUX TRIBE WILL BE SERVED BY ORGANIZING THE CORPORATION AS A FEDERAL CORPORATION UNDER 25 U.S.C. § 477, AS AMENDED; AND,
- WHEREAS:** THE CROW CREEK SIOUX TRIBE HAS REVIEWED AND APPROVED THE ATTACHED DRAFT OF THE FEDERAL CHARTER OF INCORPORATION FOR THE CORPORATION, WHICH IS ATTACHED HERETO AND INCORPORATED HEREIN AS EXHIBIT "A"; AND,
- WHEREAS:** THERE IS NO REQUIREMENT UNDER THE CONSTITUTION OR OTHER LAW OF THE CROW CREEK SIOUX TRIBE THAT REQUIRES A REFERENDUM BY THE MEMBERS OF THE TRIBE OR ANY OTHER PROCEDURE BEYOND THIS RESOLUTION IN ORDER TO PEITION OR OBTAIN A FEDERAL CHARTER OF INCORPORATION UNDER 25 U.S.C. § 477, AS AMENDED; AND,

**NOW THEREFORE BE IT RESOLVED:** THAT THE CROW CREEK SIOUX TRIBAL COUNCIL ASSEMBLED IN SPECIAL SESSION THIS 9<sup>TH</sup> DAY OF APRIL, 2015. DO HEREBY MOTION THAT THE CROW CREEK SIOUX TRIBE HEREBY PETITIONS THE SECRETARY OF THE INTERIOR TO ISSUE A FEDERAL CHARTER OF INCORPORATION TO THE CROW CREEK SIOUX TRIBE PURSUANT TO 25 U.S.C. § 477, AS AMENDED, IN THE FORM ATTACHED AS EXHIBIT A TO THIS RESOLUTION, OR IN SUCH MODIFIED FORM AS THE SECRETARY OF THE INTERIOR MAY APPROVE WITH THE CONCURRENCE OF THE CROW CREEK SIOUX TRIBE; AND,

**BE IT FURTHER RESOLVED:** THAT THE CROW CREEK SIOUX TRIBE REQUESTS THAT THE FEDERAL CHARTER OF INCORPORATION BE ISSUED TO THE CROW CREEK SIOUX TRIBE AT THE EARLIEST FEASIBLE DATE; AND

**BE IT FURTHER RESOLVED:** THAT IF THE SECRETARY OF INTERIOR ISSUES THE CHARTER IN THE FORM ATTACHED AS EXHIBIT A TO THIS RESOLUTION, THE CROW CREEK SIOUX TRIBE HEREBY RATIFIES THE FEDERAL CHARTER OF INCORPORATION FOR OCETI SAKOWIN POWER AUTHORITY.

**MOTION: R. HAWK, SR.**

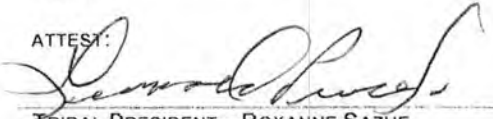
**SECOND: J. BISHOP**

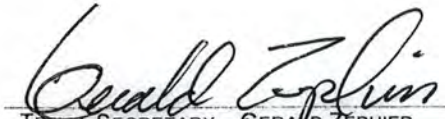
**VOTE: -11- FOR: L. PEASE, JR., G. ZEPHIER, R. HAWK, SR., J. BISHOP, K. KIRKIE, F. HOWE, SR.**  
**TRIBAL PRESIDENT ROXANNE SAZUE, CHAIRING THE MEETING**


**CERTIFICATION**

THIS FOREGOING RESOLUTION WAS DULY ADOPTED BY THE CROW CREEK SIOUX TRIBAL COUNCIL ON THE 9<sup>TH</sup> DAY OF APRIL, 2015 IN A SPECIAL SESSION BY A VOTE OF -11- FOR, -0- AGAINST, -0- ABSENT, 0- NOT VOTING FOR THE CROW CREEK SIOUX TRIBE, PURSUANT TO AUTHORITY VESTED IN IT BY ARTICLE VI. SECTION 1 OF THE CONSTITUTION OF THE TRIBE, RATIFIED BY THE TRIBE ON MARCH 11, 1949 AND APPROVED BY THE SECRETARY OF THE INTERIOR ON APRIL 26, 1949 AND WITH AMENDMENTS APPROVED BY THE COMMISSIONER OF INDIAN AFFAIRS ON JUNE 22, 1961, FEBRUARY 25, 1963 AND BY THE AREA DIRECTOR ON JUNE 23, 1980.

ATTEST:

  
TRIBAL PRESIDENT—ROXANNE SAZUE

  
TRIBAL SECRETARY—GERALD ZEPHIER

Prepared by:   
Deb Attikai, Recording Secretary





# *Flandreau Santee Sioux Tribe*

*P.O. Box 283 Flandreau, SD 57028*

*Ph. 605-997-3891*

*Fax 605-997-3878*

*www.santeesioux.com*

## **RESOLUTION NO. 15-50**

**WHEREAS,** the Flandreau Santee Sioux Tribe is a recognized Indian tribe organized pursuant to a Constitution and By-laws approved by the Secretary of Interior and Commissioner of Indian Affairs on April 24, 1936, amended February 7, 1941, and further amended November 16, 1967, and further amended November 14, 1984, and further amended May 17, 1997; and

**WHEREAS,** Article III of the Tribe's Constitution and By-laws provides that the governing body of the Tribe shall be the Executive Committee; and

**WHEREAS,** Article VIII Section 1(a) of said Constitution provides that the Executive Committee may negotiate with Federal, State, and local governments; and

**WHEREAS,** Article VIII section 1(f) of said Constitution, provides that the Executive Committee has the power to promulgate ordinances and regulating the conduct of all persons on the Flandreau Santee Sioux Tribe Reservation; and

**WHEREAS,** Article VIII Section 1(e) of the Constitution vests the Executive Committee with the power to acquire, lease, or otherwise manage all lands or other assets, either real or personal, for the benefit of the Tribe as authorized by law; and

**WHEREAS,** Article VII Section (h) of the Constitution vests with the Executive Committee the power to adopt resolutions consistent with such Constitution and By-laws, regulating the procedure of the Executive Committee itself and of other tribal agencies, tribal officials or tribal organizations of the Tribe; and

**WHEREAS,** the Cheyenne River Sioux Tribe, the Crow Creek Sioux Tribe, the Flandreau Santee Sioux Tribe, the Oglala Sioux Tribe, the Rosebud Sioux Tribe, the Sisseton Wahpeton Oyate, the Standing Rock Sioux Tribe and the Yankton Sioux Tribe have joined together to form the Oceti Sakowin Power Project ("the Project"), wherein these eight Tribes will combine their wind resources and other assets to build a utility-scale, 1-2 Gigawatt wind power generation and transmission system that will sell green power to out-of-state buyers; and

**WHEREAS,** the Project will be developed and financed by the Oceti Sakowin Power Authority by issuing \$2-\$3 Billion in public power revenue bonds secured by power purchase agreements allowing the participating Tribes to own and control the Project without having to waive sovereignty, while also creating jobs,

improving the power infrastructure and investing surplus revenues from power sales in their Tribal Communities; and

**WHEREAS,** the participating Tribes desire to create a business corporation known as the Oceti Sakowin Power Authority (herein after referred to as “Corporation”), which is to be wholly-owned by our Tribes and organized as a federal corporation under Section 17 of the Indian Reorganization Act of 1934, 25 U.S.C. § 477, as amended; and

**WHEREAS,** the Internal Revenue Service has ruled that a business corporation under 25 U.S.C. §477, as amended, retains the non-taxable status of the Indian Tribes that own the business corporation; and

**WHEREAS,** the Flandreau Santee Sioux Tribe has determined that the best interests of the Flandreau Santee Sioux Tribe will be served by organizing the Corporation as a federal corporation under 25 U.S.C. § 477; and

**WHEREAS,** the Flandreau Santee Sioux Tribe has reviewed and approved the attached draft of the federal charter of incorporation for the Corporation, which is attached hereto and incorporated herein as Exhibit “A”; and

**WHEREAS,** there is no requirement under the Constitution or other law of the Flandreau Santee Sioux Tribe that requires a referendum by the members of the Tribe or any other procedure beyond this Resolution No. 2015-50 in order to petition or obtain a federal charter of incorporation under 25 U.S.C. § 477, as amended; and

**THEREFORE BE IT RESOLVED,** that the Flandreau Santee Sioux Tribe by authority of the Executive Committee petitions the Secretary of the Interior to issue a federal charter of incorporation to the Flandreau Santee Sioux Tribe pursuant to 25 U.S.C. § 477, as amended, in the form attached as Exhibit A to this Resolution, or in such modified form as the Secretary of the Interior may approve with the concurrence of the Flandreau Santee Sioux Tribe Executive Committee; and

**BE IT FURTHER RESOLVED,** that the Flandreau Santee Sioux Tribe Executive Committee requests that the federal charter of incorporation be issued to the Flandreau Santee Sioux Tribe at the earliest feasible date.

**BE IT FURTHER RESOLVED,** that if the Secretary of the Interior issues the charter in the form attached as Exhibit A to this Resolution, the Flandreau Santee Sioux Tribe Executive Committee hereby ratifies the federal charter of incorporation for the Oceti Sakowin Power Authority.

*[Intentionally Left Blank]*




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### CERTIFICATION

The foregoing Resolution was duly enacted and adopted on this 2<sup>nd</sup> day of June, 2015 by the Executive Committee of the Flandreau Santee Sioux Tribe during a duly called meeting with a quorum was present of 6 In Favor, 0 Opposed, 0 Abstaining, and 1 Not Voting, as follows:

Vice President, Cynthia J. Weddell:	<u>YES</u>	NO	ABSTAIN	NOT PRESENT
Secretary, Gordon Jones, Jr.:	<u>YES</u>	NO	ABSTAIN	NOT PRESENT
Trustee I, Jean Paul:	<u>YES</u>	NO	ABSTAIN	NOT PRESENT
Trustee II, Roxee Johnson:	<u>YES</u>	NO	ABSTAIN	NOT PRESENT
Trustee III, Michael Weston:	<u>YES</u>	NO	ABSTAIN	NOT PRESENT
Trustee IV, Kenneth Weston:	<u>YES</u>	NO	ABSTAIN	NOT PRESENT
President, Anthony Reider (If Required):	YES	NO	ABSTAIN	NOT PRESENT

  
Gordon Jones, Jr., Tribal Secretary

  
Anthony Reider, Tribal President

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RESOLUTION OF THE OGLALA SIOUX TRIBAL COUNCIL  
OF THE OGLALA SIOUX TRIBE  
(AN UNINCORPORATED TRIBE)

RESOLUTION OF THE OGLALA SIOUX TRIBAL COUNCIL OF THE OGLALA SIOUX TRIBE RESCINDING TRIBAL COUNCIL RESOLUTION #15-138 AND REPLACING IT WITH A NEW RESOLUTION SUPPORTING THE OGLALA SIOUX TRIBE TO JOIN AND FORM THE OCETI SAKOWIN POWER PROJECT.

WHEREAS, the Oglala Sioux Tribe was organized under Section 16 of the 1934 Indian Reorganization Act by adopting a federally approved Constitution and By-Laws, and

WHEREAS, the Oglala Sioux Tribe is governed by elected representatives to act in accordance with the powers granted by its Constitution and By-Laws, and

WHEREAS, pursuant to the Constitution and By-Laws of the Oglala Sioux tribe, the Oglala Sioux Tribal Council is vested with authority in Article IV, Section 1(t) to delegate to subordinate boards or officers any of the enumerated powers in Article IV, Section 1, reserving the right to review any action taken by virtue of such delegated powers, and

WHEREAS, the Economic and Business Development Committee is a Standing Committee of the Tribal Council of the Oglala Sioux Tribe vested with authority to oversee all matters relating to economic development on the Pine Ridge Indian Reservation, and

WHEREAS, on July 16, 2015, the Tribal Council met in Regular Session and adopted Tribal Council Resolution #15-138 captioned "Resolution of the Oglala Sioux Tribal Council of the Oglala Sioux Tribe supporting the Oglala Sioux Tribe to join and form the Oceti Sakowin Power Project," here, the "Prior Resolution," and

WHEREAS, the Prior Resolution did not contain all of the provisions necessary to obtain a Section 17 federal charter from the Secretary of the Interior to form the Oceti Sakowin Power Project; and, therefore, the Prior Resolution needs to be rescinded in its entirety and replaced with this new Resolution which contains all of the provisions necessary to complete the processes herein described, and

WHEREAS, the Economic and Business Development Committee did meet in a Regular Session on April 15, 2016 and approved this Resolution to rescind the Prior Resolution and submit this Resolution to the OST Tribal Council to join with other tribes to form the Oceti Sakowin Power Authority, and

WHEREAS, the Cheyenne River Sioux Tribe, the Crow Creek Sioux Tribe, the Flandreau Santee Sioux Tribe, the Oglala Sioux Tribe, the Rosebud Sioux Tribe, the Sisseton Wahpeton Oyate, the Standing Rock Sioux Tribe and the Yankton Sioux Tribe have joined together to form the Oceti Šakowin Power Project, wherein these eight Tribes will combine their wind resources and other assets to build a utility-scale, 1 - 2 Gigawatt wind power generation and transmission system that will sell green power to out-of-state buyers, and

WHEREAS, the Project will be developed and financed by the Oceti Šakowin Power Authority by issuing \$2-\$3 Billion in public power revenue bonds secured by power purchase agreements allowing the participating Tribes to own and control the Project without having to waive sovereignty, while also creating jobs, improving the power infrastructure and investing surplus revenues from power sales in their Tribal communities, and

WHEREAS, the participating Tribes desire to create a business corporation known as the Oceti Šakowin Power Authority (hereinafter referred to as "Corporation"), which is to be wholly-owned by our Tribes and organized as a federal corporation under Section 17 of the Indian Reorganization Act of 1934, 25 U.S.C. § 477, as amended, and

WHEREAS, the Internal Revenue Service has ruled that a business corporation chartered under 25 U.S.C. § 477, as amended, retains the non-taxable status of the Indian Tribes that own the business corporation, and

WHEREAS, the Tribal Council has determined that the best interests of the Oglala Sioux Tribe will be served by organizing the Corporation as a federal corporation under 25 U.S.C. § 477, as amended, and

WHEREAS, the Oglala Sioux Tribe has reviewed and approved the attached draft of the federal charter of incorporation for the Corporation, which is attached hereto and incorporated herein as Exhibit "A", and

WHEREAS, there is no requirement under the Constitution or other law of the Oglala Sioux Tribe that requires a referendum by the members of the Tribe or any other procedure beyond this Resolution in order to petition or obtain a federal charter of incorporation under 25 U.S.C. § 477 as amended, now

THEREFORE IT BE RESOLVED, that the Oglala Sioux Tribal Council Resolution #15-138 is hereby rescinded in its entirety, and

BE IT FURTHER RESOLVED, that the Oglala Sioux Tribe hereby petitions the Secretary of the Interior to issue a federal charter of incorporation to the Oglala Sioux Tribe pursuant to 25 U.S.C. § 477, as amended, in the form attached as Exhibit A to this Resolution, or in such modified form as the Secretary of the Interior may approve with the concurrence of the Tribal Council of the Oglala Sioux Tribe, and

BE IT FURTHER RESOLVED, that the Oglala Sioux Tribe requests that the federal charter of incorporation be issued to the Oglala Sioux Tribe at the earliest feasible date, and

BE IT FURTHER RESOLVED, that if the Secretary of the Interior issues the charter in the form attached as Exhibit A to this Resolution, the Oglala Sioux Tribe hereby ratifies the federal charter of incorporation for Oceti Šakowin Power Authority.

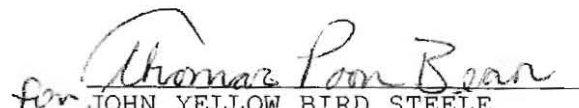
C-E-R-T-I-F-I-C-A-T-I-O-N

I, as the undersigned Secretary of the Oglala Sioux Tribal Council, of the Oglala Sioux Tribe hereby certify that this Resolution was adopted by a vote of: 12 For; 1 Against; 0 Abstain; and 1 Not Voting; during a REGULAR SESSION held on the 18TH day of MAY 2016.



RHONDA TWO EAGLE  
Secretary  
Oglala Sioux Tribe

A-T-T-E-S-T:



JOHN YELLOW BIRD STEELE  
President  
Oglala Sioux Tribe

RECEIVED  
MAY 23 2016  
DMA SUPERINTENDENT  
AOG-PINE RIDGE AGENCY, SD

**ROSEBUD SIOUX TRIBE  
RESOLUTION NO. 2015-103**

**WHEREAS**, the Rosebud Sioux Tribal Council is the governing body of the Rosebud Sioux Tribe and acts pursuant to the traditions of the Tribe; and

**WHEREAS**, the Rosebud Sioux Tribe is a federally recognized Indian Tribe organized pursuant to the Indian reorganization Act of 1934 and all pertinent amendments thereof; and

**WHEREAS**, the Rosebud Sioux Tribal Council is authorized to promulgate and enforce ordinances for the maintenance of law and order, and to safeguard the peace and morals, and general welfare of the Tribe, and to adopt resolutions regulating the procedure of the Council itself and of other tribal agencies and tribal officials, pursuant to the Rosebud Sioux Tribe Constitution and By-Laws, Article IV, Section 1(k), (m) and (t); and

**WHEREAS**, the Rosebud Sioux Tribe Governmental Affairs Committee has reviewed and is hereby recommending the federal charter of incorporation for Oceti Sakowin Power Authority to the Tribal Council; and

**WHEREAS**, the Cheyenne River Sioux Tribe, the Crow Creek Sioux Tribe, the Flandreau Santee Sioux Tribe, the Oglala Sioux Tribe, the Rosebud Sioux Tribe, the Sisseton Wahpeton Oyate, the Standing Rock Sioux Tribe and the Yankton Sioux Tribe have joined together to form the Oceti Sakowirj Power Project, wherein these eight tribes will combine their wind resources and other assets to build a utility-scale, 1 - 2 Gigawatt wind power generation and transmission system that will sell green power to out-of-state buyers; and

**WHEREAS**, the Project will be developed and financed by the Oceti akowijj Power Authority by issuing \$243 Billion in public power revenue bonds secured by power purchase agreements allowing the participating Tribes to own and control the Project without having to waive their sovereign immunity, while also creating jobs, improving the power infrastructure and investing surplus revenues from power sales in their Tribal communities; and

**WHEREAS**, the participating tribes desire to create a business corporation known as the Oceti Sakowin Power Authority (hereinafter referred to as "Corporation"), which is to be wholly-owned by the aforementioned tribes and organized as a federal corporation under Section 17 of the Indian Reorganization Act of 1934, 25 U.S.C. § 477, as amended; and

**WHEREAS**, the Internal Revenue Service has ruled that a business corporation chartered under 25 U.S.C. § 477, as amended, retains the non-taxable status of the Indian Tribes that own the business corporation; and

**WHEREAS**, the Rosebud Sioux Tribe has determined that the best interests of the Rosebud Sioux Tribe will be served by organizing the Corporation as a federal corporation under 25 U.S.C. § 477, as amended; and

**WHEREAS**, the Rosebud Sioux Tribe has reviewed and approved the attached draft of the federal charter of incorporation for the Corporation, which is attached hereto and incorporated herein as Exhibit "A"; and

**WHEREAS**, there is no requirement under the Constitution or other law of the Rosebud Sioux Tribe that requires a referendum by the members of the tribe or any other procedure beyond this resolution in



**ROSEBUD SIOUX TRIBE  
RESOLUTION NO. 2015-103**

order to petition for, or obtain a federal charter of incorporation under 25 U.S.C. § 477, as amended; now

**THEREFORE IT BE RESOLVED**, that the Rosebud Sioux Tribe hereby petitions the Secretary of the Interior to issue a federal charter of incorporation to the Rosebud Sioux Tribe pursuant to 25 U.S.C. § 477, as amended, in the form attached as Exhibit A to this resolution, or in such modified form as the Secretary of the Interior may approve with the concurrence of the Rosebud Sioux Tribe; and

**BE IT FURTHER RESOLVED**, that the Rosebud Sioux Tribe requests that the federal charter of incorporation be issued to the Rosebud Sioux Tribe at the earliest feasible date; and

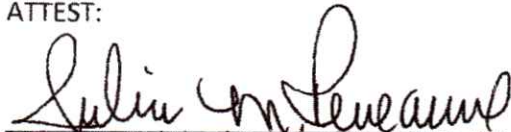
**BE IT FURTHER RESOLVED**, that if the Secretary of the Interior issues the charter in the form attached as Exhibit A to this resolution, the Rosebud Sioux Tribe hereby ratifies the federal charter of incorporation for Oceti Sakowin Power Authority; and


**BE IT FINALLY RESOLVED**, that nothing in this resolution diminishes, divests, alters, or otherwise affects any inherent, treaty, statutory or other rights of the Rosebud Sioux Tribe over the property or activities described herein. The Rosebud Sioux Tribe expressly retains all rights and authority over the property and activities described herein, including but not limited to legislative, regulatory, adjudicatory, and taxing powers.

**CERTIFICATION**

This is to certify that the above Resolution No. 2015-103 by the Rosebud Sioux Tribal Council in session on October 15, 2015, by a vote of fifteen (15) in favor, zero (0) opposed and zero (0) not voting. The said resolution was adopted pursuant to authority vested in the Council. A quorum was present.

ATTEST:

  
Julia M. Peneaux, Secretary  
Rosebud Sioux Tribe

  
William Kindle, President  
Rosebud Sioux Tribe

## **RESOLUTION NO. 109-15**

**WHEREAS**, the Standing Rock Sioux Tribe is an unincorporated Tribe of Indians, having accepted the Indian Reorganization Act of June 18, 1934, with the exception of Section 16, and the recognized governing body of the Tribe is known as the Standing Rock Sioux Tribal Council; and

**WHEREAS**, the Standing Rock Sioux Tribal Council, pursuant to the amended Constitution of the Standing Rock Sioux Tribe, Article IV, Section 1[a], is empowered to negotiate with Federal, State, and Local governments and others on behalf of the Tribe; and

**WHEREAS**, the Standing Rock Sioux Tribal Council, pursuant to the amended Constitution of the Standing Rock Sioux Tribe, Article IV, Section 1[c], is empowered to promote and protect the health, education and general welfare of the members of the Tribe, and to administer charity and such other services as may contribute to the social and economic advancement of the Tribe and its members; and

**WHEREAS**, the Cheyenne River Sioux Tribe, the Crow Creek Sioux Tribe, the Flandreau Santee Sioux Tribe, the Oglala Sioux Tribe, the Rosebud Sioux Tribe, the Sisseton Wahpeton Oyate, the Standing Rock Sioux Tribe and the Yankton Sioux Tribe have joined together to form the Oceti Šakowin Power Project, wherein these eight Tribes will combine their wind resources and other assets to build a utility-scale, 1 - 2 Gigawatt wind power generation and transmission system that will sell green power to out-of-state buyers; and

**WHEREAS**, the Project will be developed and financed by the Oceti Šakowin Power Authority by issuing \$2-\$3 Billion in public power revenue bonds secured by power purchase agreements allowing the participating Tribes to own and control the Project without having to waive sovereignty, while also creating jobs, improving the power infrastructure and investing surplus revenues from power sales in their Tribal communities; and

**WHEREAS**, the participating Tribes desire to create a business corporation known as the Oceti Šakowin Power Authority (hereinafter referred to as "Corporation"), which is to be wholly-owned by our Tribes and organized as a federal corporation under Section 17 of the Indian Reorganization Act of 1934, 25 U.S.C. § 477, as amended; and

**WHEREAS**, the Internal Revenue Service has ruled that a business corporation chartered under 25 U.S.C. § 477, as amended, retains the non-taxable status of the Indian Tribes that own the business corporation; and

**WHEREAS**, the Standing Rock Sioux Tribal Council has determined that the best interests of the Standing Rock Sioux Tribe will be served by organizing the Corporation as a federal corporation under 25 U.S.C. § 477, as amended; and

**WHEREAS**, the Standing Rock Sioux Tribal Council has reviewed and approved the attached draft of the federal charter of incorporation for the Corporation, which is attached hereto and incorporated herein as Exhibit "A"; and

**WHEREAS**, there is no requirement under the Constitution or other law of the Standing Rock Sioux Tribe that requires a referendum by the members of the Tribe or any other procedure beyond this Resolution in order to petition or obtain a federal charter of incorporation under 25 U.S.C. § 477, as amended.



**NOW, THEREFORE IT BE RESOLVED**, that the Standing Rock Sioux Tribal Council hereby petitions the Secretary of the Interior to issue a federal charter of incorporation to the Standing Rock Sioux Tribe pursuant to 25 U.S.C. § 477, as amended, in the form attached as Exhibit A to this Resolution, or in such modified form as the Secretary of the Interior may approve with the concurrence of the Standing Rock Sioux Tribal Council; and

**BE IT FURTHER RESOLVED**, that the Standing Rock Sioux Tribal Council requests that the federal charter of incorporation be issued to the Standing Rock Sioux Tribe at the earliest feasible date; and

**BE IT FURTHER RESOLVED**, that if the Secretary of the Interior issues the charter in the form attached as Exhibit A to this Resolution, the Standing Rock Sioux Tribal Council hereby ratifies the federal charter of incorporation for Oceti Šakowin Power Authority; and


**BE IT FURTHER RESOLVED**, the Chairman and the Secretary of the Tribal Council are hereby authorized and instructed to sign this resolution for and on behalf of the Standing Rock Sioux Tribe.

## **CERTIFICATION**

**We**, the undersigned, Chairman and Secretary of the Standing Rock Sioux Tribe, hereby certify that the Tribal Council is composed of **[17]** members, of whom **15**, constituting a quorum, were present at a meeting duly and regularly called, noticed, convened and held on the **03<sup>rd</sup>** day of **MARCH, 2015**, and that the foregoing resolution was duly adopted by the affirmative vote of members, **13** with **0** opposing, and with **2** not voting. **THE CHAIRMAN'S VOTE IS NOT REQUIRED EXCEPT IN CASE OF A TIE.**

**DATED THIS 03<sup>rd</sup> DAY OF MARCH, 2015**

**ATTEST:**

  
\_\_\_\_\_  
Dave Archambault II, Chairman  
Standing Rock Sioux Tribe



Adele M. White, Secretary  
Standing Rock Sioux Tribe

**[OFFICIAL TRIBAL SEAL]**

Meeting Date: 03-03-2015  
Motion No.: 51



**OFFICERS:**

Robert Flying Hawk, Chairman  
Jean Archambeau, Vice Chairwoman  
Glenford "Sam" Sully, Secretary  
Leo O'Connor, Treasurer

**COUNCIL:**

Quentin "JB" Bruguier Jr.  
Jason Cooke  
Everdale Songhawk  
Justin Songhawk  
Mona Wright

YANKTON SIOUX TRIBE  
GENERAL COUNCIL RESOLUTION  
RESOLUTION NO. 2015-06

- WHEREAS: The Yankton Sioux Tribe is an unincorporated Tribe of Indians that is not subject to the Indian Reorganization Act of 1934; and
- WHEREAS: The Yankton Sioux Tribe is an unincorporated Tribe of Indians operating under an amended Constitution and By Laws approved on April 24, 1963; June 16, 1975 and March 23, 1990; and
- WHEREAS: The Yankton Sioux Tribe's Business and Claims Committee is the elected body constituted for the purpose of conducting the Business of and serving the best interest of the Yankton Sioux Tribe; and
- WHEREAS: The Yankton Sioux Tribe's Business and Claims Committee has contributed throughout the years to improving the standard quality of life on the Yankton Sioux Reservation; and
- WHEREAS: The Yankton Sioux Tribe's General Council enacted a Tribal Enrollment Ordinance on June 20, 1969 which prescribes the qualifications and procedures governing membership into the Yankton Sioux Tribe; and
- WHEREAS: The Cheyenne River Sioux Tribe, the Crow Creek Sioux Tribe, the Flandreau Santee Sioux Tribe, the Oglala Sioux Tribe, the Rosebud Sioux Tribe, the Sisseton Wahpeton Oyate, the Standing Rock Sioux Tribe and the Yankton Sioux Tribe have joined together to form the Oceti Šakowin Power Project, wherein these eight Tribes will combine their wind resources and other assets to build a utility-scale, 1 - 2 Gigawatt wind power generation and transmission system that will sell green power to out-of-state buyers; and
- WHEREAS: The Project will be developed and financed by the Oceti Šakowin Power Authority by issuing \$2-\$3 Billion in public power revenue bonds secured by power purchase agreements allowing the participating Tribes to own and control the Project without having to waive sovereignty, while also creating jobs, improving the power infrastructure and investing surplus revenues from power sales in their Tribal communities; and
- WHEREAS: The participating Tribes desire to create a business corporation known as the Oceti Šakowin Power Authority (hereinafter referred to as "Corporation"), which is to be wholly-owned by our Tribes and organized as a federal corporation under Section 17 of the Indian Reorganization Act of 1934, 25 U.S.C. § 477, as amended; and
- WHEREAS: The Internal Revenue Service has ruled that a business corporation chartered under 25 U.S.C. § 477, as amended, retains the non-taxable status of the Indian Tribes that own the business corporation; and



WHEREAS: The Yankton Sioux Tribe has determined that the best interests of the tribe will be served by organizing the Corporation as a federal corporation under 25 U.S.C. § 477, as amended; and

WHEREAS: The Yankton Sioux Tribe has reviewed and approved the attached draft of the federal charter of incorporation for the Corporation, which is attached hereto and incorporated herein as Exhibit "A"; and

WHEREAS: There is no requirement under the Constitution or other law of the Yankton Sioux Tribe that requires a referendum by the members of the Tribe or any other procedure beyond this Resolution in order to petition or obtain a federal charter of incorporation under 25 U.S.C. § 477, as amended.

THEREFORE IT BE RESOLVED, that the Yankton Sioux Tribe hereby petitions the Secretary of the Interior to issue a federal charter of incorporation to the Yankton Sioux Tribe pursuant to 25 U.S.C. § 477, as amended, in the form attached as Exhibit A to this Resolution, or in such modified form as the Secretary of the Interior may approve with the concurrence of the Yankton Sioux Tribe.

BE IT FURTHER RESOLVED, that the Yankton Sioux Tribe requests that the federal charter of incorporation be issued to the Yankton Sioux Tribe at the earliest feasible date.

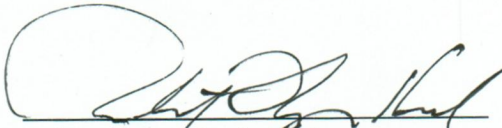
BE IT FURTHER RESOLVED, that if the Secretary of the Interior issues the charter in the form attached as Exhibit A to this Resolution, the Yankton Sioux Tribe hereby ratifies the federal charter of incorporation for Oceti Šakowin Power Authority.

BE IT EVEN FURTHER RESOLVED, that Robert Flying Hawk, Chairman and Glenford "Sam" Sully, Secretary of the Yankton Sioux Tribe's Business and Claims Committee are hereby authorized to execute documents on behalf of the Yankton Sioux Tribe.

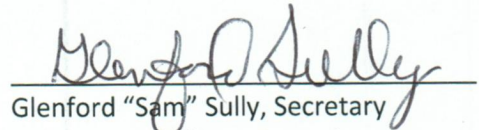
#### CERTIFICATION

THIS IS TO CERTIFY AND AFFIRM, the above and foregoing resolution was duly authorized and passed by the Yankton Sioux Tribe's General Council on the 10 day of April, 2015 at a meeting held at the Fort Randall Casino, Pickstown, South Dakota on the Yankton Sioux Reservation, by a vote of 22 in favor, 0 opposed, MOTION CARRIED. (*quorum present*) (SP)

ATTEST



Robert Flying Hawk, Chairman  
Business and Claims Committee  
Yankton Sioux Tribe



Glenford "Sam" Sully, Secretary  
Business and Claims Committee  
Yankton Sioux Tribe